

James V. Marks, (NY 625)
HOLLAND & NICHOLS LLP
195 Broadway
New York, NY 10007
(212) 513-3200

ORIGINAL

Attorneys for Defendant,
GENERAL NUTRITION COMPANIES, INC.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SHAWN BROWN, individually and on behalf of all
others similarly situated,

1:07-cv-06356 (JSR)

Plaintiffs,

- against-

GENERAL NUTRITION COMPANIES, INC.,

Defendant.

**DEFENDANT'S
MOTION TO
ADMIT COUNSEL
PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for
the Southern and Eastern Districts of New York, I, James V. Marks, a member in good standing
of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Gordon W. Schmidt, Kevin S. Batik, and Matthew G. Mazefsky
McGuire Woods LLP
Dominion Tower
625 Liberty Avenue, 23rd Floor
Pittsburgh, PA 15222-3142
Phone: 412-667-6000
Fax: 412-667-6050

1. Gordon W. Schmidt is a member in good standing of the Bar of the States of
Pennsylvania and Ohio. Mr. Schmidt is also a member of the bar of the United States District
Court for the Western District of Pennsylvania.

2. Kevin S. Batik is a member in good standing of the Bar of the State of Pennsylvania. Mr. Batik is also a member of the bar of the United States District Court for the Western District of Pennsylvania; United States District for the Eastern District of Pennsylvania; and the U.S. Court of Appeals for the Third Circuit.

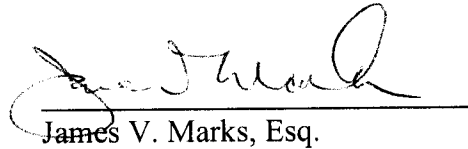
3. Matthew G. Mazefsky is a member in good standing of the Bar of the States of Pennsylvania and Virginia. Mr. Mazefsky is also a member of the bar of the United States District Court for the Western District of Pennsylvania and the Eastern District of Virginia.

4. There are no pending disciplinary proceedings against Gordon W. Schmidt, Kevin S. Batik, and Matthew G. Mazefsky in any State or Federal court.

Dated: New York, NY
January 23, 2008

Respectfully submitted,

HOLLAND & KNIGHT LLP

A handwritten signature in dark ink, appearing to read "James V. Marks", is written over a horizontal line.

James V. Marks, Esq.

195 Broadway
24th Floor
New York, NY 10007
Phone: 212-513-3531
Fax: 212-513-9010

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James V. Marks (JM 6257)
HOLLAND & KNIGHT LLP
195 Broadway
New York, NY 10007
(212) 513-3200

Attorneys for Defendant,
GENERAL NUTRITION COMPANIES, INC.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SHAWN BROWN, individually and on behalf of all
others similarly situated,

1:07-cv-06356 (JSR)

Plaintiffs,

- against -

GENERAL NUTRITION COMPANIES, INC.,

Defendant.

**DECLARATION OF
JAMES V. MARKS
IN SUPPORT OF
DEFENDANT'S MOTION
TO ADMIT COUNSEL
PRO HAC VICE**

JAMES V. MARKS declares as follows:

1. I am a partner at the law firm Holland & Knight LLP, counsel for defendant General Nutrition Companies, Inc. ("GNC") in the above captioned action. I am familiar with the proceedings in this case. I submit this declaration in support of GNC's motion to admit Gordon W. Schmidt, Kevin S. Batik, and Matthew G. Mazefsky as counsel *pro hac vice* to represent GNC in this matter.
2. I am a member in good standing of the bar of the States of New York and New Jersey. I also am admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. Mr. Schmidt is a partner at McGuire Woods LLP, in Pittsburgh, Pennsylvania. Mr. Batik and Mr. Mazefsky are associates at McGuire Woods LLP, in Pittsburgh, Pennsylvania.

4. I understand they are experienced in Federal practice and are familiar with the Federal Rules of Procedure.

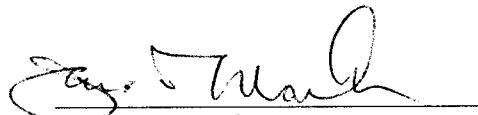
5. Accordingly, I am pleased to move the admission of Gordon W. Schmidt, Kevin S. Batik, and Matthew G. Mazefsky, *pro hac vice*. I agree to act as local counsel for them for purposes of this action.

6. I respectfully submit a proposed order granting the admission of Gordon W. Schmidt, Kevin S. Batik, and Matthew G. Mazefsky, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Gordon W. Schmidt, Kevin S. Batik, and Matthew G. Mazefsky, *pro hac vice*, to represent GNC in the above captioned matter, be granted.

I declare under penalty of perjury pursuant to 28 U.S.C § 1746 that the foregoing is true and correct.

Executed on this 23rd day of January 2008.


James V. Marks

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James V. Marks (JM 6257)
HOLLAND & KNIGHT LLP
195 Broadway
New York, NY 10007
(212) 513-3200

Attorneys for Defendant,
GENERAL NUTRITION COMPANIES, INC.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SHAWN BROWN, individually and on behalf of all
others similarly situated,

1:07-cv-06356 (JSR)

Plaintiffs,

- against -

GENERAL NUTRITION COMPANIES, INC.,

Defendant.

**DECLARATION OF
GORDON W. SCHMIDT
IN SUPPORT OF MOTION
TO ADMIT COUNSEL
PRO HAC VICE**

GORDON W. SCHMIDT declares as follows:

1. I am a partner at the law firm McGuire Woods LLP.
2. I submit this affidavit in support of the motion for admission to practice *pro hac vice* in the above captioned matter.
3. As shown in the Certificates of Good Standing annexed hereto I am a member in good standing of the Bar of the States of Pennsylvania and Ohio. I also am a member of the bar of the United States District Court for the Western District of Pennsylvania.
4. There are no pending disciplinary proceedings against me in any State or Federal court.

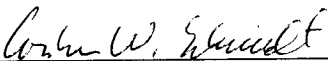
5. I am experienced in Federal Practice and am familiar with the Federal Rules of Procedure.

6. For the foregoing reasons, I respectfully request that I be permitted to appear as counsel and advocate *pro hac vice* in this case.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed on this 17th day of January 2008.

Respectfully submitted,



Gordon W. Schmidt



Supreme Court of Pennsylvania

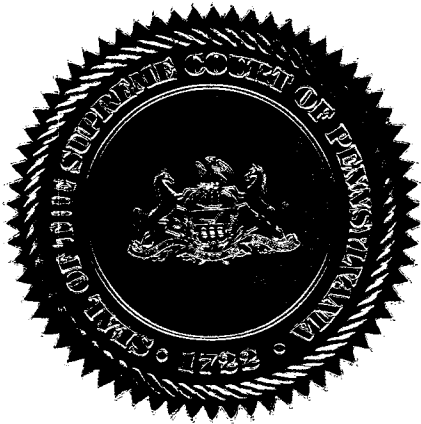
CERTIFICATE OF GOOD STANDING

Gordon W. Schmidt, Esq.

DATE OF ADMISSION

October 6, 1975

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



Witness my hand and official seal

Dated: February 14, 2008

A handwritten signature in cursive script, reading "Patricia A. Nicola".

Patricia A. Nicola

Chief Clerk

The Supreme Court of Ohio

C E R T I F I C A T E

I, SUSAN B. CHRISTOFF, Director of the Attorney Services Division of the Supreme Court of Ohio, do hereby certify that I am the custodian of the records of the Office of Attorney Services of the Supreme Court and that the Attorney Services Division is responsible for reviewing Court records to determine the status of Ohio attorneys. I further certify that, having fulfilled all of the requirements for admission to the practice of law in Ohio,

Gordon W. Schmidt

was admitted to the practice of law in Ohio on June 22, 1999; has registered as an active attorney pursuant to the Supreme Court Rules for the Government of the Bar of Ohio; is in good standing with the Supreme Court of Ohio; and is entitled to practice law in this state.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed the seal of the Supreme Court, this 14th day of February, 2008.

SUSAN B. CHRISTOFF

Director, Attorney Services Division


D. Allan Gray
Attorney Services Counsel

James V. Marks (JM 6257)
HOLLAND & KNIGHT LLP
195 Broadway
New York, NY 10007
(212) 513-3200

Attorneys for Defendant,
GENERAL NUTRITION COMPANIES, INC.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SHAWN BROWN, individually and on behalf of all
others similarly situated,

1:07-cv-06356 (JSR)

Plaintiffs,

- against -

GENERAL NUTRITION COMPANIES, INC.,

Defendant.

**DECLARATION OF
KEVIN S. BATIK
IN SUPPORT OF MOTION
TO ADMIT COUNSEL
PRO HAC VICE**

KEVIN S. BATIK declares as follows:

1. I am an associate at the law firm McGuireWoods LLP.
2. I submit this affidavit in support of the motion for admission to practice *pro hac vice* in the above captioned matter.
3. As shown in the Certificate of Good Standing annexed hereto I am a member in good standing of the Bar of the State of Pennsylvania. I also am a member of the bar of the United States District Court for the Western District of Pennsylvania; United States District Court for the Eastern District of Pennsylvania; and the U.S. Court of Appeals for the Third Circuit.
4. There are no pending disciplinary proceedings against me in any State

or Federal court.

5. I am experienced in Federal Practice and am familiar with the Federal Rules of Procedure.

6. For the foregoing reasons, I respectfully request that I be permitted to appear as counsel and advocate *pro hac vice* in this case.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed on this 17th day of January 2008.

Respectfully submitted,



Kevin S. Batik



Supreme Court of Pennsylvania

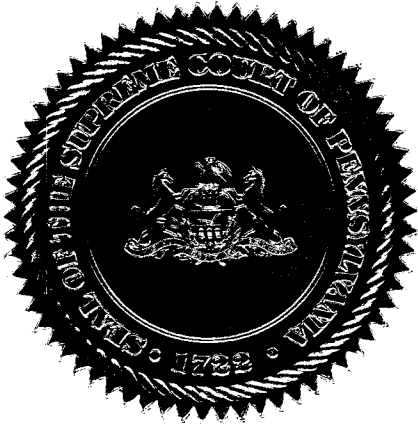
CERTIFICATE OF GOOD STANDING

Kevin Batik, Esq.

DATE OF ADMISSION

October 25, 2002

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



**Witness my hand and official seal
Dated: February 14, 2008**

A handwritten signature in cursive script, reading "Patricia A. Nicola".

Patricia A. Nicola
Chief Clerk

James V. Marks (JM 6257)
HOLLAND & KNIGHT LLP
195 Broadway
New York, NY 10007
(212) 513-3200

Attorneys for Defendant,
GENERAL NUTRITION COMPANIES, INC.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SHAWN BROWN, individually and on behalf of all
others similarly situated,

1:07-cv-06356 (JSR)

Plaintiffs,

- against -

GENERAL NUTRITION COMPANIES, INC.,

Defendant.

**DECLARATION OF
MATTHEW G. MAZEFSKY
IN SUPPORT OF MOTION
TO ADMIT COUNSEL
PRO HAC VICE**

MATTHEW G. MAZEFSKY declares as follows:

1. I am an associate at the law firm McGuire Woods LLP.
2. I submit this affidavit in support of the motion for admission to practice *pro hac vice* in the above captioned matter.
3. As shown in the Certificates of Good Standing annexed hereto I am a member in good standing of the Bar of the States of Pennsylvania and Virginia. I also am a member of the bar of the United States District Court for the Western District of Pennsylvania and the Eastern District of Virginia.
4. There are no pending disciplinary proceedings against me in any State or Federal court.

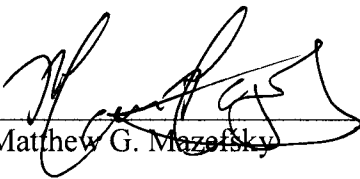
5. I am experienced in Federal Practice and am familiar with the Federal Rules of Procedure.

6. For the foregoing reasons, I respectfully request that I be permitted to appear as counsel and advocate *pro hac vice* in this case.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed on this 17th day of January 2008.

Respectfully submitted,



Matthew G. Mezeffsky



Supreme Court of Pennsylvania

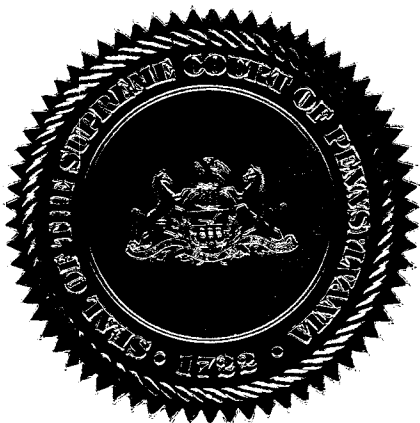
CERTIFICATE OF GOOD STANDING

Matthew Gene Mazefsky, Esq.

DATE OF ADMISSION

April 27, 2007

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



Witness my hand and official seal

Dated: February 14, 2008

A handwritten signature in cursive script, reading "Patricia A. Nicola", written over a horizontal line.

Patricia A. Nicola

Chief Clerk



VIRGINIA STATE BAR

CERTIFICATE OF GOOD STANDING

THIS IS TO CERTIFY THAT MATTHEW GENE MAZEFSKY IS AN ACTIVE MEMBER OF THE VIRGINIA STATE BAR
IN GOOD STANDING. MR. MAZEFSKY WAS LICENSED TO PRACTICE LAW IN VIRGINIA ON OCTOBER 15, 2004,
AFTER SUCCESSFULLY PASSING THE BAR EXAMINATION GIVEN BY THE VIRGINIA BOARD OF BAR EXAMINERS.

Issued February 19, 2008

KAREN A. GOULD
EXECUTIVE DIRECTOR AND
CHIEF OPERATING OFFICER

CERTIFICATE OF SERVICE

I hereby certify, pursuant to Title 28 U.S.C. § 1746, that on February 26, 2008, I served a true and correct copy of the attached Defendant's Motion to Admit Counsel Pro Hac Vice and proposed, by mailing it in a sealed envelope, with postage prepaid thereon, in an official depository of the U.S. Postal Service, to be delivered by First Class Mail to:

John D. Goldsmith, Esq.
Katie M. Brinson, Esq.
Trenam, Kemker, Scharf,
Barkin, Frye, O'Neill & Mullis, P.A.
P.O. Box 1102
Tampa, FL 33601-1102

John F. Panzarella, Esq.
McIntyre Law Firm, P.L.
6987 E. Fowler Avenue
Temple Terrace, FL 33617

Paul B. Thanasides, Esq.
Seth R. Zalkin, Esq.
Thanasides, Zalkin & Acero
303 Park Avenue, S. #1104
New York, NY 10010

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 26, 2008.



Elvin Ramos
Holland & Knight LLP
195 Broadway
New York, NY 10007

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SHAWN BROWN, individually and on behalf of all
others similarly situated,

1:07-cv-06356 (JSR)

Plaintiffs,

- against -

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

GENERAL NUTRITION COMPANIES, INC.,

Defendant.

Upon the motion of James V. Marks attorney for defendant General Nutrition
Companies, Inc., and the declarations submitted in support thereof;

IT IS HEREBY ORDERED that

Gordon W. Schmidt, Kevin S. Batik, and Matthew G. Mazefsky
McGuire Woods LLP
Dominion Tower
625 Liberty Avenue, 23rd Floor
Pittsburgh, PA 15222-3142
Phone: 412-667-6000
Fax: 412-667-6050

are admitted to practice *pro hac vice* as counsel for defendant General Nutrition Companies, Inc.
in the above captioned case in the United States District Court for the Southern District of New
York. All attorneys appearing before this Court are subject to the Local Rules of this Court,
including the Rules governing discipline of attorneys. If this action is assigned to the Electronic
Case Filing (ECF) system, counsel shall immediately apply for an ECF password at
nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: New York, NY
_____, 2008

JED S. RAKOFF, U.S.D.J.